

# Preliminary Agreement

Stratford University and International Academic City

Ex. 3A

Date: July 27, 2018

International Academic City, LLC, (IAC) and Stratford University, Inc., will form a joint venture for the delivery of quality education in Kurdistan. The education shall be designed to prepare the youth of Kurdistan for the local employment market. The Joint Venture (JV) shall be called Stratford University of Kurdistan, a division of IAC.

The JV will establish a fully accredited branch campus of Stratford University US. The academic programs delivered in Kurdistan will meet the same academic as the US programs. The degrees will be conferred by virtue of the authority granted by the Commonwealth of Virginia.

IAC will have exclusive rights to use the Stratford University and Stratford Language Institute brand names in Iraq.

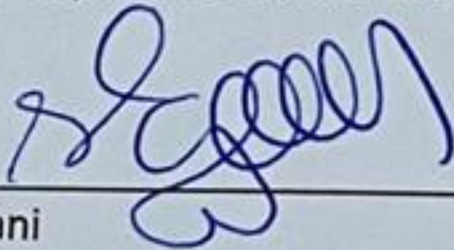
Stratford University will provide the intellectual property to start and run the campus. On an ongoing basis, Stratford University will assist the JV for operational decisions and academic excellence. The International Academic City will provide operational support to the JV, as needed. The JV will pay all costs relating to obtaining and maintaining its accreditation (initially with ACICS and ultimately with SACSCOC). Each of the partners will be allowed to bill the JV for direct expenses relating to this support, as per mutual agreement. The JV will pay all expenses incurred in Kurdistan (salaries, advertising, rent, utilities, etc.).

The JV will have a Board of Trustees with at least four members (50% IAC and 50% Stratford). In the areas of operations, IAC shall have the casting vote. In areas of academics, Stratford shall have the casting vote. Both parties must agree to any capital call.

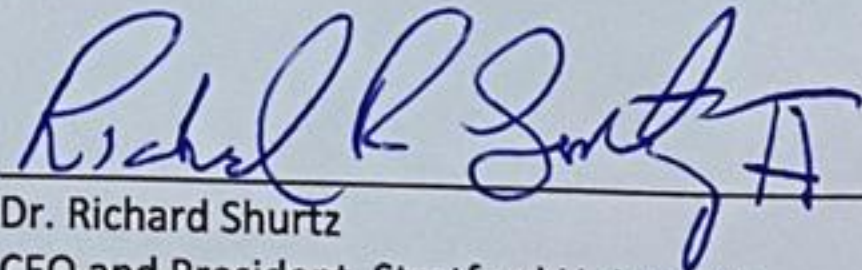
In addition to the direct expenses, Stratford University will receive 15% of net revenue (paid quarterly) for the licensing of its intellectual property and for its ongoing support of the venture. In the event of the sale of the JV to a third party, or the issuance of an IPO, Stratford will receive 15% equity (intellectual property and brand name) and will agree to transfer its license to the new owner. US dollars will be used for all transactions.

Stratford will provide curriculum and allow access to its support services (software licensing, Moodle, SIS, operational procedures and budgeting process, library resources, employee training, etc.). In addition, Dr. Shurtz will personally assist with JV with operations, as needed. Direct expenses for Dr. Shurtz will be paid by the JV, but not salary or benefits.

In case there is a legal dispute, the KRG, Iraqi and US laws apply accordingly to the nature and the location of the dispute. US dollars will be used for all transactions.



Dr. Saqi Barzani  
CEO, International Academic City



Dr. Richard Shurtz  
CEO and President, Stratford University